This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1-25. Cancelled

26. (Currently Twice Amended) A compound selected from the group consisting of

N-(4-tert-butylpyridinyl)-N'-(4-methylphenyl) urea,

N-(4-tert-butylpyridinyl)-N'-(4-fluorophenyl) urea,

N-(4-tert-butylpyridinyl)-N'-(2,3-dichlorophenyl) urea,

N-(4-tert-butylpyridinyl)-N'-(1-naphthyl) urea,

N-(4-tert-butylpyridinyl)-N'-(4-)4-methoxyphenoxy)phenyl) urea,

N-(3-isoquinolyl)-N'-(4-methylphenyl) urea,

N-(3-isoquinolyl)-N'-(4-fluorophenyl) urea,

N-(3-isoquinolyl)-N'-(2,3-dichlorophenyl) urea,

N-(3-isoquinolyl)-N'-(1-naphthyl) urea,

N-(3-isoquinolyl)-N'-(4-)4-pyridinylmethyl)phenyl) urea,

N-(3-quinolyl)-N'-(4-)4-pyridinylmethyl)phenyl) urea, and pharmaceutically acceptable salts thereof.

27-38. Cancelled

39. (Currently Amended) A pharmaceutical composition for the treatment of a disease within a host mediated by p38 comprising a compound selected from the group consisting of

N-(2-Methoxy-3-quinolyl)-*N'*-(4-[3-(*N*-methylcarbamoyl)phenoxy]phenyl)urea,

N-(2-Methoxy-3-quinolyl)-*N'*-(4-[2-(*N*-methylcarbamoyl)-4-pyridyloxy]phenyl)urea,

N-(2-Methoxy-3-quinolyl)-*N'*-(4-(2-carbamoyl-4-pyridyloxy)phenyl)urea,

N-(2-Methoxy-3-quinolyl)-*N'*-(3-[2-(*N*-methylcarbamoyl)-4-pyridyloxy]phenyl)urea,

N-(2-Methoxy-3-quinolyl)-*N'*-(3-(2-carbamoyl)-4-pyridyloxy)phenyl)urea,

N-(2-Methoxy-3-quinolyl)-*N'*-(4-[3-(*N*-isopropylcarbamoyl)phenoxy]phenyl)urea,

N-(2-Methoxy-3-quinolyl)-*N'*-(4-[4-methoxy-3-(N-ethylcarbamoyl)phenoxy]phenyl)urea,

N-(3-Isoquinolyl)-N^1-(4-[2-(N-methylcarbamoyl)-4-pyridyloxy]phenyl)urea,
and pharmaceutically acceptable salts thereof.

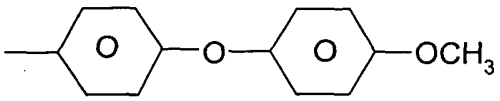
40.(NEW) A compound of the following formula

A' - D – B' (I')

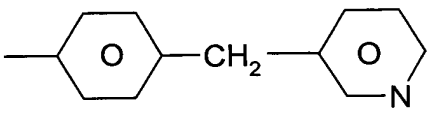
or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-,

B' is



and A' is substituted or unsubstituted (trifluoromethyl)pyridyl, or B' is



and A' is substituted isoquinolinyl, unsubstituted isoquinolinyl or unsubstituted quinolinyl.

41. (NEW) A compound of claim 40, wherein A' has 1-3 substituents selected from the group consisting of C_{1-10} alkyl, up to per halo substituted C_{1-10} alkyl, -CN, -OH, halogen, C_{1-10} alkoxy, up to per halo substituted C_{1-10} alkoxy and C_{3-10} heterocyclic moieties having at least a five cyclic members and 1 to 2 heteroatoms selected from the group of consisting of nitrogen, oxygen and sulfur.

42. (NEW) A pharmaceutical composition comprising a compound of claim 40 and a physiologically acceptable carrier.

43. (NEW) A compound of claim 40 which is a pharmaceutically acceptable salt of a compound of formula I' selected from the group consisting of

a) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-napthalene sulfonic acid, 2-napthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and

b) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

44. (NEW) A compound selected from the group consisting of

N-(4-tert-butylpyridinyl)-N'-(4-)4-methoxyphenoxy)phenyl) urea,

N-(3-isoquinolyl)-N'-(4-)4-pyridinylmethyl)phenyl) urea,

N-(3-quinolyl)-N'-(4-)4-pyridinylmethyl)phenyl) urea and pharmaceutically acceptable salts thereof.

45. (NEW) A pharmaceutical composition for the treatment of a disease within a host mediated by p38 comprising a compound selected from the group consisting of

N-(4-tert-butylpyridinyl)-N'-(4-)4-methoxyphenoxy)phenyl) urea

N-(3-isoquinolyl)-N'-(4-)4-pyridinylmethyl)phenyl) urea and

N-(3-quinolyl)-N'-(4-)4-pyridinylmethyl)phenyl) urea.

and pharmaceutically acceptable salts thereof.

46. (NEW) A method of treating a disease mediated by p38 within a host, said method comprising administering a compound of claim 26.

47. (NEW) A method of treating a disease mediated by p38 within a host, said method comprising administering a compound of claim 40.

48. (NEW) A method of treating a disease mediated by p38 within a host, said method comprising administering a pharmaceutical composition of claim 39.

49. (NEW) A method of treating a disease mediated by p38 within a host, said method comprising administering a pharmaceutical composition of claim 42.

50. (NEW) A method of treating a disease mediated by p38 within a host, said method comprising administering to said host a compound of Formula I:

A - D - B (I)

or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-,

A is a

substituted t-butylpyridinyl, unsubstituted t-butylpyridinyl, substituted (trifluoromethyl)pyridyl, unsubstituted (trifluoromethyl)pyridyl, substituted isoquinolinyl, unsubstituted isoquinolinyl, substituted quinolinyl or unsubstituted quinolinyl, and

B is a substituted or unsubstituted, phenyl naphthyl, pyridinyl, pyrimidinyl, quinolinyl, isoquinolinyl or a bridged cyclic structure of the formula – $L(ML^1)_q$, wherein L^1 and L are each independently thiophene, substituted thiophene, phenyl, substituted phenyl, naphthyl, substituted naphthyl, pyridinyl, substituted pyridinyl, pyrimidinyl, substituted pyrimidinyl, quinolinyl substituted quinolinyl, isoquinolinyl or substituted isoquinolinyl and M is –O-, $-CH_2-$, -S-, -NH-, -C(O)-, $-O-CH_2-$or $-CH_2-O-$, with cyclic structure L bound directly to D,

wherein the substituents for A are selected from the group consisting of halogen, up to per-halo, and Wn, where n is 0-3 and each W is independently selected from the group consisting of

C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl having at least a five cyclic members and 0-3 heteroatoms selected from N, S and O; C_{2-10} alkenyl, C_{1-10} alkenoyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_7-C_{24} aralkyl, C_3-C_{12} heteroaryl having at least 5 cyclic members and 1-3 heteroatoms selected from O, N and S, C_4-C_{24} alkheteroaryl having at least 5 cyclic members and 1-3 heteroatoms selected from O, N and S;

substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_{3-10} cycloalkyl having at least 5 cyclic members and 0-3 heteroatoms selected from N, S and O; substituted C_{2-10} alkenyl, substituted C_{1-10} alkenoyl, substituted C_6-C_{14} aryl, substituted C_7-C_{24} alkaryl, substituted C_7-C_{24} aralkyl, substituted C_3-C_{12} heteroaryl having at least 5 members and 1-3 heteroatoms selected from O, N and S, substituted C_4-C_{24} alkheteroaryl having at least 5 members and 1-3 heteroatoms selected from O, N and S,

-CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, with each R^7 and $R^{7'}$ independently selected from hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, up to per halosubstituted C_{1-10} alkyl, up to per halosubstituted C_{1-10} alkoxy, up to per halosubstituted C_{2-10} alkenyl and up to per halosubstituted C_{1-10} alkenoyl, C_3-C_{10} cycloalkyl having at least 5 cyclic members and 0-3 heteroatoms selected from O, S and N, C_6-C_{14} aryl, C_3-C_{10} hetaryl having at least 6 cyclic members and 0-3 heteroatoms selected from O, S and N, up to per halo substituted C_3-C_{10} cycloalkyl having at least 5 cyclic members and 0-3 heteroatoms selected from O, S and N, up to per halo substituted C_6-C_{14} aryl and up to per halo substituted C_3-C_{10} hetaryl having at least 6 cyclic members and 0-3 heteroatoms selected from O, S and N,

where W is a substituted group, it is substituted by halogen, up to per halo, or by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, and $-NR^7C(O)R^{7'}$, wherein R^7 and $R^{7'}$ are independently as defined above;

wherein the substituents for B are selected from the group consisting of halogen, up to per-halo, and J_n, where n is 0-3 and each J is independently selected from the group consisting of -CN, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$, with each R^7 and $R^{7'}$ independently as defined for W above, C_{1-10} alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl having at least five cyclic members and 0-3 heteroatoms, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{6-14} aryl, C_{3-12} hetaryl having at least a five cyclic members and 1-3 heteroatoms selected from N, S and O, C_{7-24} aralkyl, C_{7-24} alkaryl, C_4-C_{23} alkylheteroaryl having at least six members and 1-3 heteroatoms selected from O, N and S, substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_{3-10} cycloalkyl having at least a five-members and 0-3 heteroatoms selected from N, S and O, substituted C_{2-10} alkenyl, substituted C_{1-10} alkenoyl, substituted C_6 - C_{14} aryl, substituted C_{3-12} hetaryl having at least five cyclic members and 1-3 heteroatoms selected from N, S and O, substituted C_{7-24} alkaryl, substituted C_7-C_{24} aralkyl and substituted C_4-C_{23} alkylheteroaryl having at least six members and 1-3 heteroatoms selected from O, N and S,

where J is a substituted group, it is substituted by halogen, up to per halo, or by one or more substituents independently selected from the group consisting of -CN, -CO_2R^7, -COR^7, -$C(O)NR^7R^{7'}$, -OR^7, -SR^7, -NO_2, -$NR^7R^{7'}$, -$NR^7C(O)R^{7'}$, and -$NR^7C(O)OR^{7'}$, with R^7 and $R^{7'}$ as defined above for W.

51. (NEW) A method of claim 50 wherein B is a substituted group, substituted by -CN, halogen up to per halo, C_{1-10} alkyl, C_{1-10} alkoxy,-OH, up to per halo substituted C_{1-10} alkyl, up to per halo substituted C_{1-10} alkoxy, $-OR^7$, -SR^7, -$NR^7R^{7'}$ $-CO_2R^7$, -$C(O)NR^7R^{7'}$, -$C(O)R^7$ or $-NO_2$, wherein each R^7 and $R^{7'}$ are independently selected from hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, up to per halosubstituted C_{1-10} alkyl, up to per halosubstituted C_{1-10} alkoxy, up to per halosubstituted C_{2-10} alkenyl or up to per halosubstituted C_{1-10} alkenoyl.

52. A method of claim 50, wherein A has 1-3 substituents selected from the group consisting of C_{1-10} alkyl, up to per halo substituted C_{1-10} alkyl, -CN, -OH, halogen, C_{1-10} alkoxy, up to per halo substituted C_{1-10} alkoxy and C_{3-10} heterocyclic moieties having at least 5 cyclic members and 1 to 2 heteroatoms selected from the group of consisting of nitrogen, oxygen and sulfur.

53. A method of claim 50 wherein L^1 is substituted 1 to 3 times by one or more substituents selected from the group consisting of -CN, halogen up to per halo, C_{1-10} alkyl, C_{1-10} alkoxy,-OH, up to per halo substituted C_{1-10} alkyl, up to per halo substituted C_{1-10} alkoxy, $-OR^7$, -SR^7, -$NR^7R^{7'}$ $-CO_2R^7$, -$C(O)NR^7R^{7'}$, -$C(O)R^7$ or $-NO_2$, wherein each R^7 and $R^{7'}$ is independently selected from hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, up to per halosubstituted C_{1-10} alkyl, up to per halosubstituted C_{1-10} alkoxy, up to per halosubstituted C_{2-10} alkenyl and up to per halosubstituted C_{1-10} alkenoyl.

54. A method of claim 50 wherein a pharmaceutically acceptable salt of a compound of formula I is administered which is selected from the group consisting of

a) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-napthalene sulfonic acid, 2-napthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and

b) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

55. A method as in claim 50 for the treatment of a disease other than cancer.

56. A method as in claim 50 wherein the condition within a host treated by administering a compound of formula I is rheumatoid arthritis, osteoarthritis, septic arthritis, tumor metastasis, periodontal disease, corneal ulceration, proteinuria, coronary thrombosis from atherosclerotic plaque, aneurysmal aortic, birth control, dystrophobic epidermolysis bullosa, degenerative cartilage loss following traumatic joint injury, osteopenias mediated by MMP activity, tempero mandibular joint disease or demyelating disease of the nervous system.

57. A method as in claim 50 wherein the condition within a host treated by administering a compound of formula I is rheumatic fever, bone resorption, postmenopausal osteoperosis, sepsis, gram negative sepsis, septic shock, endotoxic shock, toxic shock syndrome, systemic inflammatory response syndrome, inflammatory bowel disease (Krohn's disease and ulcerative colitis), Jarisch-Herxheimer reaction, asthma, adult respiratory distress syndrome, acute pulmonary fibrotic disease, pulmonary sarcoidosis, allergic respiratory disease, silicosis, coal worker's pneumoconiosis, alveolar injury, hepatic failure, liver disease during acute inflammation, severe alcoholic hepatitis, malaria (Plasmodium falciparum malaria and cerebral malaria), non-insulin-dependent

diabetes mellitus (NIDDM), congestive heart failure, damage following heart disease, atherosclerosis, Alzheimer's disease, acute encephalitis, brain injury, multiple sclerosis (demyelation and oligiodendrocyte loss in multiple sclerosis), advanced cancer, lymphoid malignancy, pancreatitis, impaired wound healing in infection, inflammation and cancer, myelodysplastic syndromes, systemic lupus erythematosus, biliary cirrhosis, bowel necrosis, psoriasis, radiation injury/ toxicity following administration of monoclonal antibodies, host-versus-graft reaction (ischemia reperfusion injury and allograft rejections of kidney, liver, heart, and skin), lung allograft rejection (obliterative bronchitis) or complications due to total hip replacement.

58. A method as in claim 50 wherein the condition within a host treated by administering a compound of formula I is an infectious disease selected from the group consisting of tuberculosis, Helicobacter pylori infection during peptic ulcer disease, Chaga's disease resulting from Trypanosoma cruzi infection, effects of Shiga-like toxin resulting from E. coli infection, effects of enterotoxin A resulting from Staphylococcus infection, meningococcal infection, and infections from Borrelia burgdorferi, Treponema pallidum, cytomegalovirus, influenza virus, Theiler's encephalomyelitis virus, and the human immunodeficiency virus (HIV).

59. A method of treating a disease mediated by p38 within a host, said method comprising administering to said host a compound of Formula I:

A - D - B (I)

or a pharmaceutically acceptable salt thereof, wherein

D is -NH-C(O)-NH-,

A is substituted t-butylpyridinyl, unsubstituted t-butylpyridinyl, substituted (trifluoromethyl)pyridyl, unsubstituted (trifluoromethyl)pyridyl, substituted isopropylpyridyl, unsubstituted isopropylpyridyl, substituted (2-methyl-2-butyl)pyridyl, unsubstituted (2-methyl-2-butyl)pyridyl, substituted (3-ethyl-3-pentyl)pyridyl, unsubstituted (3-ethyl-3-pentyl)pyridyl, substituted isoquinolinyl, unsubstituted isoquinolinyl, substituted quinolinyl or unsubstituted quinolinyl, and

B is a bridged cyclic structure of the formula $-L-(ML^1)_q$, where L is a 5 or 6 membered cyclic structure bound directly to D, L^1 comprises a substituted cyclic moiety having a least 5 members, M is a bridging group having at least one atom, q is an integer of from 1-3, and each cyclic structure of L and L^1 contains 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein L^1 is substituted by at least one substituent selected from the group consisting of $-SO_2R^a$, $-SO_2NR^aR^b$, $-C(O)R^a$, $-C(O)NR^aR^b$ and $-C(NR^a)R^b$, wherein R^a and R^b are independently hydrogen or a carbon based moiety

wherein the substituents for A are selected from the group consisting of halogen, up to per-halo, and Wn, and optional substituents for B are selected from the group consisting of halogen, up to per-halo, and J_n, wherein n is 0-3 and each W and J is independently selected from the group consisting of :

$-CN$, $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)-R^7$, $-NO_2$, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$, $-NR^7C(O)OR^{7'}$, $-NR^7C(O)R^{7'}$,

C_{1-10} alkyl,

C_{1-10} alkoxy,

C_{3-10} cycloalkyl having at least five cyclic members and 0-3 heteroatoms,

C_{2-10} alkenyl,

C_{1-10} alkenoyl,

C_{6-14} aryl,

C_{3-12} hetaryl having at least a five cyclic members and 1-3 heteroatoms selected from N, S and O,

C_{7-24} aralkyl,

C_{7-24} alkaryl,

C_4-C_{23} alkylheteroaryl having at least six members and 1-3 heteroatoms selected from O, N and S,

substituted C_{1-10} alkyl,

substituted C_{1-10} alkoxy,

substituted C_{3-10} cycloalkyl having at least a five-members and 0-3 heteroatoms selected from N, S and O,

substituted C_{2-10} alkenyl,

substituted C_{1-10} alkenoyl,

substituted C_6 - C_{14} aryl,

substituted C_{3-12} hetaryl having at least five cyclic members and 1-3 heteroatoms selected from N, S and O,

substituted C_{7-24} alkaryl,

substituted C_7-C_{24} aralkyl and

substituted C_4-C_{23} alkylheteroaryl having at least six members and 1-3 heteroatoms selected from O, N and S,

where W or J is a substituted group, it is substituted by halogen, up to per halo, or by one or more substituents independently selected from the group consisting of -CN, -CO_2R^7, -COR^7, -$C(O)NR^7R^{7'}$, -OR^7, -SR^7, -NO_2, -$NR^7R^{7'}$, -$NR^7C(O)R^{7'}$, and -$NR^7C(O)OR^{7'}$,

wherein each R^7 and $R^{7'}$ is independently selected from

hydrogen,

C_{1-10} alkyl,

C_{1-10} alkoxy,

C_{2-10} alkenyl,

C_{1-10} alkenoyl,

up to per halosubstituted C_{1-10} alkyl,

up to per halosubstituted C_{1-10} alkoxy,

up to per halosubstituted C_{2-10} alkenyl and

up to per halosubstituted C_{1-10} alkenoyl,

C_3-C_{10} cycloalkyl having at least 5 cyclic members and 0-3 heteroatoms selected from O, S and N,

C_6-C_{14} aryl,

C_3-C_{10} hetaryl having at least 6 cyclic members and 0-3 heteroatoms selected from O, S and N,

up to per halo substituted C_3-C_{10} cycloalkyl having at least 5 cyclic members and 0-3 heteroatoms selected from O, S and N,

up to per halo substituted C_6-C_{14} aryl and

up to per halo substituted C_3-C_{10} hetaryl having at least 6 cyclic members and 0-3 heteroatoms selected from O, S and N.

60. (NEW) A method of claim 59 wherein B is of the formula $-L(ML^1)_q$, wherein L^1 and L in formula $-L(ML^1)_q$ for B, are each independently selected from the group consisting of thiophene, substituted thiophene, phenyl, substituted phenyl, naphthyl, substituted naphthyl, pyridinyl, substituted pyridinyl, pyrimidinyl, substituted pyrimidinyl, quinolinyl substituted quinolinyl, isoquinolinyl and substituted isoquinolinyl.

61. (NEW) A method of claim 59 wherein M in the formula $-L-(ML^1)$ for B is –O-, $-CH_2-$, -S-, -NH-, -C(O)-, $-O-CH_2-$or $-CH_2-O-$.

62. (NEW) A method as in claim 59 wherein:

R_a and R_b are,

a) independently hydrogen,

a carbon based moiety selected from the group consisting of C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_{3-10} cycloalkyl having 0-3 hetero atoms selected from N, S and O, C_{2-10} alkenyl, C_{1-10} alkenoyl, C_{6-14} aryl, C_{3-12} hetaryl having 1-3 heteroatoms selected from O, N and S, C_{7-24} aralkyl, C_7-C_{24} alkaryl, substituted C_{1-10} alkyl, substituted C_{1-10} alkoxy, substituted C_{3-10} cycloalkyl having 0-3 heteroatoms selected from N, S and O, substituted C_{6-14} aryl, substituted C_{3-12} hetaryl having 1-3 heteroatoms selected from N. S and O, substituted C_{7-24} aralkyl, substituted C_{7-24} alkaryl, where R_a and R_b are a substituted group, they are substituted by halogen up to per halo, hydroxy, C_{1-10} alkyl, C_{3-12} cycloalkyl having 0-3

heteroatoms selected from O, S and N, C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, C_{1-10} alkoxy, C_{6-12} aryl, C_{1-6} halo substituted alkyl up to per halo alkyl, C_6-C_{12} halo substituted aryl up to per halo aryl, C_3-C_{12} halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C_3-C_{12} hetaryl up to per halo heteroaryl, halo substituted C_7-C_{24} aralkyl up to per halo aralkyl, halo substituted C_7-C_{24} alkaryl up to per halo alkaryl, and -C(O)R_g; or

-OSi(R_f)$_3$ where R_f is hydrogen, C_{1-10} alkyl, C_{1-10} alkyl, C_{1-10} alkoxy, C_3-C_{10} cycloalkyl having 0-3 heteroatoms selected from O, S and N, C_{6-12} aryl, C_3-C_{12} hetaryl having 1-3 heteroatoms selected from O, S and N, C_{7-24} aralkyl, substituted C_{1-10} alkyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{12} cycloalkyl having 0-3 heteroatoms selected from O, S and N, substituted C_3-C_{12} heteroaryl having 1-3 heteroatoms selected from O, S, and N, substituted C_{6-12} aryl, and substituted C_{7-24} alkaryl, where R_f is a substituted group it is substituted halogen up to per halo, hydroxy, C_{1-10} alkyl, C_{3-12} cycloalkyl having 0-3 heteroatoms selected from O, S and N, C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, C_{1-10} alkoxy, C_{6-12} aryl, C_{y-}-C_{24} alkaryl, C_7-C_{24} aralkyl, C_{1-6} halo substituted alkyl up to per halo alkyl, C_6-C_{12} halo substituted aryl up to per halo aryl, C_3-C_{12} halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C_3-C_{12} hetaryl up to per halo heteroaryl, halo substituted C_7-C_{24} aralkyl up to per halo aralkyl, halo substituted C_7-C_{24} alkaryl up to per halo alkaryl, and -C(O)R_g,

or

b) R_a and R_b together form a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O with substituents selected from the group consisting of halogen up to per halo, hydroxy, C_{1-10} alkyl, C_{3-12} cycloalkyl having 0-3 heteroatoms selected from O, S and N, C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, C_{1-10} alkoxy, C_{6-12} aryl, C_7-C_{24} alkaryl, C_7-C_{24} aralkyl, halo substituted C_{1-6} alkyl up to per halo alkyl, halo substituted C_6-C_{12} aryl up to per halo aryl, halo substituted C_3-C_{12} cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C_3-C_{12} hetaryl up to per halo heteroaryl, halo substituted

C_7-C_{12} aralkyl up to per halo aralkyl, halo substituted C_7-C_{24} alkaryl up to per halo alkaryl, and -C(O)R_g,

or

c) one of R_a or R_b is -C(O)-, a C_1-C_5 divalent alkylene group or a substituted C_1-C_5 divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members,

wherein the substituents of the substituted C_1-C_5 divalent alkylene group are selected from the group consisting of halogen, hydroxy, C_{1-10} alkyl, C_{3-12} cycloalkyl having 0-3 heteroatoms selected from O, S and N, C_{3-12} hetaryl having 1-3 heteroatoms selected from N, S and O, C_{1-10} alkoxy, C_{6-12} aryl, C_7-C_{24} alkaryl, C_7-C_{24} aralkyl, C_{1-6} halo substituted alkyl up to per halo alkyl, C_6-C_{12} halo substituted aryl up to per halo aryl, C_3-C_{12} halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C_3-C_{12} hetaryl up to per halo heteroaryl, halo substituted C_7-C_{24} aralkyl up to per halo aralkyl, halo substituted C_7-C_{24} alkaryl up to per halo alkaryl, and -C(O)R_g,

where R_g is C_{1-10} alkyl; -CN, -CO_2R_d, -OR_d, -SR_d, -NO_2, -C(O) R_e, -NR_dR_e, -NR_d C(O)OR_e and -NR_d C(O)R_e, and R_d and R_e are independently selected from the group consisting of hydrogen, C_{1-10}, alkyl, C_{1-10} alkoxy, C_{3-10} cycloalkyl having 0-3 heteroatoms selected from O, N and S, C_{6-12} aryl, C_3-C_{12} hetaryl with 1-3 heteroatoms selected from O, N and S and C_7-C_{24} aralkyl, C_7-C_{24} alkaryl, up to per halo substituted C_1-C_{10} alkyl, up to per halo substituted C_3-C_{10} cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per halo substituted C_6-C_{14} aryl, up to per halo substituted C_3-C_{12} hetaryl having 1-3 heteroatoms selected from O, N, and S, halo substituted C_7-C_{24} alkaryl up to per halo alkaryl, and up to per halo substituted C_7-C_{24} aralkyl.

63. (NEW) A method of claim 59 wherein M in the formula –L-$(ML^1)_q$ for B is selected from the group consisting of –O-, -S-, -N(R^7)-, -$(CH_2)_m$-, -C(O)-, -CH(OH)-, -$(CH_2)_m$O-, -$(CH_2)_m$S-, -$(CH_2)_m$ N(R^7)-, -O$(CH_2)_m$-; -CHX^a-, -CX^a_2-, -S-$(CH_2)_m$-, -CR^aR^b-, and –N(R^7)$(CH_2)_m$-, where m=1-3, X^a is halogen, q is 1, and R^a and R^b are as defined in claim 62, and R^7 is selected from the group consisting of hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, up to per halosubstituted C_{1-10} alkyl, up to per

halosubstituted C_{1-10} alkoxy, up to per halosubstituted C_{2-10} alkenyl and up to per halosubstituted C_{1-10} alkenoyl.

64. (NEW) A method of claim 63 wherein L in the formula $-L-(ML^1)_q$ for B is a substituted 6 member cyclic aryl moiety, a substituted 5 or 6 member heterocyclic moiety, an unsubstituted 6 member cyclic aryl moiety, or an unsubstituted 5 or 6 member heterocyclic moiety, and L^1 in the formula $-L-(ML^1)_q$ for B, is a substituted aryl moiety having at least 6 cyclic members, an unsubstituted aryl moiety having at least 6 cyclic members, a substituted hetaryl moiety having at least 6 cyclic members or an unsubstituted hetaryl moiety having at least 6 cyclic members, said heterocyclic and hetaryl moieties having 1 to 4 members selected from the group of hetero atoms consisting of nitrogen, oxygen and sulfur with the balance of the hetaryl and heterocyclic moiety being carbon.

65. (NEW) A method of claim 59 wherein B is additionally substituted by -CN, halogen up to per halo, C_{1-10} alkyl, C_{1-10} alkoxy,-OH, up to per halo substituted C_{1-10} alkyl, up to per halo substituted C_{1-10} alkoxy, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$ $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)R^7$ or $-NO_2$, wherein each R^7 and $R^{7'}$ are independently selected from hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, up to per halosubstituted C_{1-10} alkyl, up to per halosubstituted C_{1-10} alkoxy, up to per halosubstituted C_{2-10} alkenyl **or** up to per halosubstituted C_{1-10} alkenoyl.

66. (NEW) A method of claim 59, wherein A has 1-3 substituents selected from the group consisting of C_{1-10} alkyl, up to per halo substituted C_{1-10} alkyl, -CN, -OH, halogen, C_{1-10} alkoxy, up to per halo substituted C_{1-10} alkoxy and C_{3-10} heterocyclic moieties having at least 5 cyclic members and 1 to 2 heteroatoms selected from the group of consisting of nitrogen, oxygen and sulfur.

67. (NEW) A method of claim 59 wherein L^1 is additionally substituted 1 to 3 times by one or more of the substituents: -CN, halogen up to per halo, C_{1-10} alkyl, C_{1-10} alkoxy,-OH, up to per halo substituted C_{1-10} alkyl, up to per halo substituted C_{1-10} alkoxy, $-OR^7$, $-SR^7$, $-NR^7R^{7'}$ $-CO_2R^7$, $-C(O)NR^7R^{7'}$, $-C(O)R^7$ or $-NO_2$, wherein each R^7 and $R^{7'}$ is independently selected from hydrogen, C_{1-10} alkyl, C_{1-10} alkoxy, C_{2-10} alkenyl, C_{1-10} alkenoyl, up to per halosubstituted C_{1-10} alkyl, up to per halosubstituted C_{1-10} alkoxy, up to per halosubstituted C_{2-10} alkenyl or up to per halosubstituted C_{1-10} alkenoyl.

68. (NEW) A method of claim 59 wherein a pharmaceutically acceptable salt of a compound of formula I is administered which is selected from the group consisting of

c) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-napthalene sulfonic acid, 2-napthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and

d) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

69. A method as in claim 59 for the treatment of a disease other than cancer.

70. (NEW) A method as in claim 59 wherein the condition within a host treated by administering a compound of formula I is rheumatoid arthritis, osteoarthritis, septic arthritis, tumor metastasis, periodontal disease, corneal ulceration, proteinuria, coronary thrombosis from atherosclerotic plaque, aneurysmal aortic, birth control, dystrophobic epidermolysis bullosa, degenerative cartilage loss following traumatic joint injury, osteopenias mediated by MMP activity, tempero mandibular joint disease or demyelating disease of the nervous system.

71. (NEW) A method as in claim 59 wherein the condition within a host treated by administering a compound of formula I is rheumatic fever, bone resorption, postmenopausal osteoperosis, sepsis, gram negative sepsis, septic shock, endotoxic shock, toxic shock syndrome, systemic inflammatory response syndrome, inflammatory bowel disease (Krohn's disease and ulcerative colitis), Jarisch-Herxheimer reaction, asthma, adult respiratory distress syndrome, acute pulmonary fibrotic disease, pulmonary sarcoidosis, allergic respiratory disease, silicosis, coal worker's pneumoconiosis, alveolar injury, hepatic failure, liver disease during acute inflammation, severe alcoholic hepatitis, malaria (Plasmodium falciparum malaria and cerebral malaria), non-insulin-dependent diabetes mellitus (NIDDM), congestive heart failure, damage following heart disease, atherosclerosis, Alzheimer's disease, acute encephalitis, brain injury, multiple sclerosis (demyelation and oligiodendrocyte loss in multiple sclerosis), advanced cancer, lymphoid malignancy, pancreatitis, impaired wound healing in infection, inflammation and cancer, myelodysplastic syndromes, systemic lupus erythematosus, biliary cirrhosis, bowel necrosis, psoriasis, radiation injury/toxicity following administration of monoclonal antibodies, host-versus-graft reaction (ischemia reperfusion injury and allograft rejections of kidney, liver, heart, and skin), lung allograft rejection (obliterative bronchitis) or complications due to total hip replacement.

72. (NEW) A method as in claim 59 wherein the condition within a host treated by administering a compound of formula I is an infectious disease selected from the group consisting of tuberculosis, Helicobacter pylori infection during peptic ulcer disease, Chaga's disease resulting from Trypanosoma cruzi infection, effects of Shiga-like toxin resulting from E. coli infection, effects of enterotoxin A resulting from Staphylococcus infection, meningococcal infection, and infections from Borrelia burgdorferi, Treponema pallidum, cytomegalovirus, influenza virus, Theiler's encephalomyelitis virus, and the human immunodeficiency virus (HIV).

73. (NEW) A method as in claim 62, wherein said substituted cyclic moiety L^1 is phenyl, pyridyl or pyrimidinyl.

74. (NEW) A method of claim 59 wherein L^1 is substituted by $-C(O)NR^aR^b$ or $-SO_2NR^aR^b$.